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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - - - - - - - - - - - x
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In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - - - - - - - - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),
365(a) AND 554 AND BANKRUPTCY RULE 6006 AUTHORIZING
REJECTION OF CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL
REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, under Bankruptcy Code sections

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

105(a) 365(a) and 554 and Bankruptcy Rule 6006,
authorizing the Debtors to (i) reject certain unexpired
leases of real property, including any amendments,
modifications or subleases thereto, as set forth on the
attached Exhibit A (collectively, the "Leases"), and any
guaranties thereof, effective as of January 16, 2009
(the "Rejection Date") and (ii) abandon any equipment,
furniture or fixtures located at the premises covered by
the Leases (the "Premises"); and the Court having
reviewed the Motion; and the Court having determined
that the relief requested in the Motion is in the best
interests of the Debtors, their estates, their
creditors, and other parties in interest; and it
appearing that proper and adequate notice of the Motion
has been given and that no other or further notice is
necessary; and upon the record herein; and after due
deliberation thereon; and good and sufficient cause
appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. The Leases and any guaranties thereof are
hereby rejected effective as of the Rejection Date, with

the exception of the Lease with New River Properties, which shall be rejected as of January 2, 2009. Any subleases associated with the Leases or the Premises are hereby rejected effective as of the Rejection Date. The landlords for the Leases (the "Landlords") are entitled to immediate possession of the Premises as of the Rejection Date. Nothing in this paragraph 2 shall preclude a lessor from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such lessor's right to seek rejection damages under the Bankruptcy Code.

3. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon any and all furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned on the Rejection Date to the lessors free and clear of all liens, claims and other interests. The lessors may, in their sole discretion and without further notice, dispose of such Abandoned Property without liability to the Debtors or any third parties claiming an interest in such Abandoned Property.

4. Each counterparty to a Lease or any guaranty thereof shall have until thirty (30) days from the date this Order is entered on the docket to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code), including (without limitation) claims arising from or related to rejection of its Lease or guaranty.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
January __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

EXHIBIT A

(Unexpired Leases of Real Property)

EXHIBIT A
Unexpired Leases of Real Property

| <u>Store Number</u> | <u>Lease Location</u> | <u>Landlord/ Subtenant</u> |
|----------------------------|--|---|
| #3201 | Parkway Village Shopping Center
3670 Eisenhower Parkway
Macon, GA 31206 | New River Properties |
| #3383 | Kona Commons Shopping Center
74-5454 Makala Boulevard
Kona, HI 96740 | MK Kona Commons, LLC |
| #3396 | Desert Gateway Shopping Center
34660 Monterey Avenue
Palm Desert, CA 92211 | RJ Ventures, LLC |
| #3723 | 624-640 Iyannough Road
Hyannis, MA 02601 | Berkshire-Hyannis, LLC |
| #3745 | Golden Valley Ranch Shopping Center
19037 Golden Valley Road
Santa Clarita, CA 91321 | GMS Golden Valley Ranch, LLC |
| #3806 | Brook Highland Plaza
Birmingham, AL 35244 | GS II Brook Highland, LLC |
| #3885 | The Shoppes at River Crossing
5080 Riverside Drive
Macon, GA 31206 | Shoppes at River Crossing, LLC |
| #4133 | Intersection of US Highway 22 and
West End Avenue
North Plainfield, NJ 10803 | North Plainfield VF, LLC |
| #4140 | Riverpoint at Sheridan Shopping
Center
Sheridan, CO 80110 | Weingarten Miller Sheridan, LLC |
| #4220 | Merriam Village Shopping Center
6030 Eby Street
Merriam, KS 66202 | Coventry II DDR Merriam Village,
LLC |
| #4227 | Spanish Fort Town Center
Mobile, AL 36577 | Cypress/Spanish Fort I, LP |